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ATTORNEYS FOR LEHMAN BROTHERS PRIVATE EQUITY FUNDS
(*listed on attached Exhibit A hereto*)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

LEHMAN BROTHERS HOLDINGS, INC.,

Debtor.

Chapter 11

Case No. 08-13555 (JMP)

MOTION FOR ADMISSION TO PRACTICE PRO HAC VICE

Michael A. Rosenthal, a member in good standing of the Bar of the State of Texas and the bar of the United States District Court for the Northern, Eastern and Southern Districts of Texas and the Northern District of Illinois, request admission *pro hac vice*, before the Honorable James M. Peck, to represent the Lehman Brothers Private Equity Funds listed on attached Exhibit A hereto in the above captioned case. Mailing address: 200 Park Avenue, New York, New York 10166; Email address: mrosenthal@gibsondunn.com; telephone number: (212) 351-3969.

The filing fee of \$25.00 has been submitted with this motion for *pro hac vice* admission.

Dated: New York, New York
September 18, 2008

GIBSON, DUNN & CRUTCHER LLP

/s/ Michael A. Rosenthal

Michael A. Rosenthal
200 Park Avenue
New York, New York 10166
Tel: (212) 351-4000
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ATTORNEYS FOR THE LEHMAN BROTHERS PRIVATE
EQUITY FUNDS LISTED ON EXHIBIT A

ORDER

ORDERED,

that Michael A. Rosenthal, Esq., is admitted to practice, *pro hac vice*, in the above captioned case in the United States Bankruptcy Court, Southern District of New York, provided that the filing fee has been paid.

Dated: New York, New York
_____, 2008

THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

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EXHIBIT A

LEHMAN BROTHERS PRIVATE EQUITY FUNDS

Lehman Brothers Merchant Banking Partners	Lehman Brothers Merchant Banking Partners II
Lehman Brothers Merchant Banking Partners III	Lehman Brothers Merchant Banking Partners III Delaware AIVs
Lehman Brothers Merchant Banking Partners IV	Lehman Brothers Merchant Banking Partners IV Delaware AIVs
Lehman Brothers Venture Capital Group (pre-fund, 1996-1998, aka VC Fund I)	LB VC Partners LP (VC Fund II)
Lehman Brothers Venture Partners	Lehman Brothers VC Partners 2002 LP (VC Fund III)
Lehman Brothers Venture Partners 2003-C (VC Fund IV)	Lehman Brothers Venture Partners 2003-P (VC Fund IV)
Lehman Brothers Venture Partners V-P	Lehman Brothers Venture Partners V
Lehman Brothers CDO Opportunity Partners 2004 Lehman Brothers CDO Mezzanine Fund 2005-I Unit Trust	Lehman Brothers CDO Opportunity Partners II
Lehman Brothers Loan Opportunity Fund	Lehman Brothers Secondary Opportunities Fund
Lehman Co-Investment Partners	Lehman Brothers Secondary Opportunities Fund II
Lehman Brothers MLP Opportunity Fund	Lehman Brothers Real Estate Partners
Lehman Brothers Real Estate Partners II	Lehman Brothers Real Estate Partners III
Lehman Brothers Real Estate Mezzanine Partners	Lehman Brothers Real Estate Mezzanine Partners II
Lehman Brothers Merchant Banking Partners IV (Europe) (Feeder Fund)	Lehman Brothers Merchant Banking Partners IV (Europe)
Lehman Brothers Private Equity Partners, Ltd.	Lehman Brothers European Mezzanine Partners 2003
Lehman Brothers European Mezzanine Partners II	Lehman Brothers Distressed Structured Credit Fund

Lehman Brothers Merchant Banking Partners (offshore and Japan)	LB Offshore Investment Partners II LP
Lehman Brothers Merchant Banking Partners IV Offshore AIV (A) LP	LB Merchant Banking Partners III Cayman AIV LP
LB Co-Investment Partners Cayman AIV I LP	Lehman Brothers Loan Opportunity Fund Cayman LP
LB Secondary OPP Offshore Fund LP	LP Secondary OPP Offshore Fund II LP
Lehman Brothers Offshore Real Estate Partners	Lehman Brothers Real Estate Partners II
Lehman Brothers Offshore Real Estate Mezzanine Partners	Lehman Brothers Offshore Real Estate Partners III
Lehman Brothers Offshore Real Estate Partners III (Europe) SCA, SICAR	Lehman Brothers Cayman GP, Ltd.
Lehman Brothers Cayman Partners, Ltd.	LB Offshore GP Holdings (PE) Ltd.
LB Offshore Partners (PE) Ltd.	

CERTIFICATE OF SERVICE

I, Jennifer M. Contreras, hereby certify that on September 18, 2008, I caused a copy of the annexed Motion for Admission to Practice Pro Hac Vice to be served by postage-paid United States First Class Mail upon a) Harvey R. Miller, Esq. Weil, Gotshal & Manges, LLP, 767 Fifth Avenue New York, New York 10153, and b) Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004.

/s/ Jennifer M. Contreras
Jennifer M. Contreras